



ANTHONY J. BARTON
DIRECTOR EQUIPMENT FINANCING &
ASSISTANT TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
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April 8, 2002

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO.

23653-A

FILED

APR 12 '02

10-16 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Memorandum of Railcar Manufacturing Agreement Amendment dated as of March 15, 2002.

This document is a secondary document, amending the Memorandum of Railcar Manufacturing Agreement dated as of August 20, 2001, recorded on September 19, 2001, recordation number 23653.

Parties to this transaction are as follows:

Buyer: TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Seller: Trinity Industries, Inc. (Manufacturer)
2525 Stemmons Freeway
Dallas, TX 75207

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
70 ft. loading deck, 230 ton FM heavy duty flat car	FC	30	QTTX	131430-131459

Mr. Vernon A. Williams
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Enclosed is our check in the amount of \$28.00 to cover filing fees.

A short summary of this Agreement to appear in the Index is as follows:

"Memorandum of Railcar Manufacturing Agreement Amendment covering 30,
70' loading deck 230 ton FM heavy duty flat cars; QTTX, numbered 131430-
131459."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

A handwritten signature in black ink, appearing to read "William A. Williams", with a long horizontal flourish extending to the right.

Enclosures

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MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT

THIS MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT AMENDMENT dated as of March 15, 2002, is made by TTX Company, a Delaware corporation, with an address at 101 North Wacker Drive, Chicago, Illinois 60606 (the "Purchaser"), and Trinity Industries, Inc., a Delaware corporation, with an address at 2525 Stemmons Freeway, Dallas, Texas 75207 (the "Manufacturer" and, together with the Purchaser, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties entered into a Manufacturing Agreement dated as of August 20, 2001, (the "Agreement"), and a Memorandum of Railcar Manufacturing Agreement evidencing said Agreement was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on September 19, 2001 at 9:28 AM, recordation number 23653.

WHEREAS, the Parties have amended the Agreement by entering into Manufacturing Agreement Amendment No. 1, dated as of March 15, 2002, (the "Amendment") which reduces the number of cars the Manufacturer will manufacture and sell to the Purchaser to the equipment listed on Schedule 1 hereto (the "Equipment").

WHEREAS, pursuant to the Agreement, the Manufacturer retains a security interest in the Equipment to secure payment by the Purchaser of the purchase price of the Equipment; and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amendment, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Manufacturer hereby confirms its agreement to manufacture the Equipment for the Purchaser in accordance with the terms and conditions of the Agreement and Amendment, and the Purchaser confirms its agreement to purchase the Equipment, confirms that Manufacturer retains a security interest in the Equipment to secure payment therefor, and accepts such terms and conditions, which are incorporated by references as if fully set forth herein.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

TRINITY INDUSTRIES, INC.

By: Neil O. Shroyer
Treasurer

TTX COMPANY

By: T. D. McLaughlin
Vice President - Finance & Treasurer

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SURFACE TRANSPORTATION BOARD

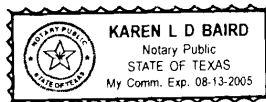
STATE OF TEXAS)
)SS:
COUNTY OF DALLAS)

On this 22nd day of March, 2002, before me personally appears Neyl D. Sheop, to me personally known, who by me duly sworn, says that he is Treasurer of Trinity Industries, Inc. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Karen L D Baird
Notary Public

(SEAL)

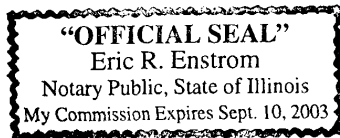


My Commission expires:

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 3rd day of April, 2002 before me personally appears Thomas D. Marion, to me personally known, who by me duly sworn, says that he is the Vice President – Finance and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Eric R. Enstrom
Notary Public

(SEAL)

My Commission expires:

9/10/03

**SCHEDULE 1
TO THE MEMORANDUM OF RAILCAR MANUFACTURING AGREEMENT
AMENDMENT
DATED MARCH 15, 2002**

**TTX Contract T-3001-P
TRINITY Lot# 2864**

EQUIPMENT

30 QTTX Cars marked 131430 through 131459 (both inclusive).